



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

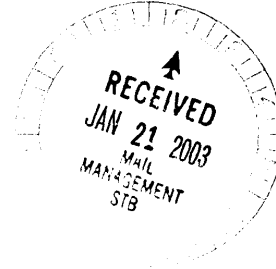
VIA UPS 2nd DAY AIR

January 16, 2003

RECORDATION NO. 24298 FILED

JAN 21 '03 3:30 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and three (3) copies of a Memorandum of Security Agreement, dated July 1, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Bank: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Borrower: R. Hunter Park
P.O. Box 6767
Greenville, South Carolina 29606

A description of the railroad equipment covered by the enclosed document is two (2) 50' Plate "C" boxcars with car numbers NOKL 524185 and NOKL 524293.

A short summary of the document to appear in the index follows: Memorandum of Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska

Susan Grokulska
Manager - Documents Administration

Enclosures

(M032)

**MEMORANDUM OF SECURITY AGREEMENT
(Surface Transportation Board)**

THIS MEMORANDUM OF SECURITY AGREEMENT ("Memorandum") dated as of July 1, 2002 is between R. Hunter Park, (the "Borrower") and First Union Rail (the "Bank").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Borrower has granted to the Bank a first priority security interest in certain [locomotives/railcars] identified on Schedule 1 attached hereto (the "[Locomotives/Railcars]") under that certain Security Agreement dated as of July 1, 2002 between Borrower and Bank (hereinafter together as amended, modified and or replaced from time to time as the "Security Agreement").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

RECORDATION NO. 24298 FILED

JAN 21 '03 3-30 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

R. HUNTER PARK

By: [Signature]
Name: R. Hunter Park
Title: _____

STATE OF So. Car)
) ss:
COUNTY OF Greenville

The foregoing Memorandum of Security Agreement was acknowledged before me, the undersigned Notary Public, in the County of Greenville this 19th day of December, 2002 by _____, as _____ of [Name].

Notary Public, South Carolina State at Large
My Commission Expires March 17, 2003

[Signature]
Notary Public

My commission expires: _____

[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

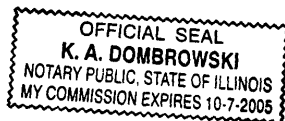
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Security Agreement was acknowledged before me, the undersigned Notary Public, in the County of Cook this 3rd day of January, 2003 by Richard F. Seymour, as Vice President Sales & Marketing of [Name], First Union Rail.
2003

K. A. Dombrowski
Notary Public

My commission expires: 10/7/2005

[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF RAILCARS

NUMBER OF RAILCARS	MANUFACTURER	MODEL	TYPE	ROAD NUMBERS
Two (2)	N/A	A302	50' Plate "C" boxcar	NOKL 524185 NOKL 524293